

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORP.
and LAW DEBENTURE TRUST COMPANY OF
NEW YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendant.

Civil Action No. 04-1494-JJF

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

v.

MIKE J. HANSON and ERNIE J. KINDT,

Defendants.

Civil Action No. 05-499-JJF

MAGTEN ASSET MANAGEMENT CORP
Suing individually and derivatively on behalf
of CLARK FORK and BLACKFOOT, LLC,

Plaintiff,

v.

PAUL HASTINGS JANOFSKY & WALKER
LLP,

Defendant.

Civil Action No. 04-1256-JJF

DECLARATION OF NANCY E. DELANEY

NANCY E. DELANEY declares as follows:

1. I am an attorney and a member of the firm of Curtis, Mallet-Prevost, Colt & Mosle LLP, counsel to defendant NorthWestern Corporation ("NorthWestern"). I submit this

declaration in support of the joint opposition of defendants NorthWestern, Mike J. Hanson and Ernie J. Kindt (collectively the "NorthWestern Defendants") to Plaintiffs' motion to compel production of documents "immediately" and for expenses pursuant to Rules 34 and 37 of the Federal Rules of Civil Procedure.

2. Attached as Exhibit A is a true and correct copy of NorthWestern's Memorandum of Law in Support of its Motion for a Protective Order dated February 2, 2006 [Docket No. 56].

3. Attached as Exhibit B is a true and correct copy of a letter dated October 16, 2006 from counsel for the Plaintiffs to The Honorable Joseph J. Farnan, Jr. [Docket No. 89].

4. On the November 20, 2006 conference call among the parties and in response to a specific query by counsel for Magten, counsel for NorthWestern stated that it was impossible to provide a date certain by which all document production would be completed but assured counsel that work was proceeding diligently so as to provide Plaintiffs with ample time to complete the ten depositions to which they are entitled under the Court's Rule 16 Scheduling Order.

5. Attached as Exhibit C is a true and correct copy of a letter dated December 15, 2006 from counsel for NorthWestern to counsel for Magten.

6. Since the December 15, 2006 letter to counsel for Magten, tens of thousands of documents have been reviewed for relevance and privilege.

7. Attached as Exhibit D are true and correct copies of letters dated December 18, 2006, December 21, 2006, January 4, 2007 and January 5, 2007 from counsel for NorthWestern to counsel for Magten transmitting 35,209 pages of documents for a total production of 45,476 pages.

8. Attached as Exhibit E is a true and correct copy of a letter dated December 20, 2006 to the State of Montana Public Service Commission from counsel for Magten.

9. Attached as Exhibit F is a true and correct copy of a letter dated December 20, 2006 to counsel for Hanson from counsel for Magten.

10. Attached as Exhibit G is a true and correct copy of Plaintiffs' Second Request for Production of Documents dated December 21, 2006.

I declare under the penalty of perjury under the laws of the United States that the above statements are true and correct.

Dated: New York, New York
January 5, 2007

By: Nancy E. Delaney
Nancy E. Delaney